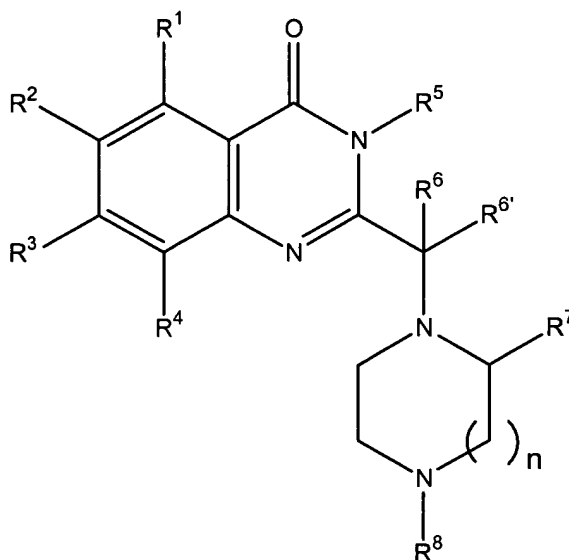


### Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

### Listing of Claims:

1. (currently amended) A compound of claim 21 wherein the compound is selected  
from the group represented by Formula I:



### Formula I

where:

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyano;

R<sup>5</sup> is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R<sup>6</sup> and R<sup>6'</sup> are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl or optionally substituted heteroaralkyl, or R<sup>6</sup> and R<sup>6'</sup> taken together form a 3- to 7-membered non-aromatic carbocyclic or heterocyclic ring;

R<sup>7</sup> is optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

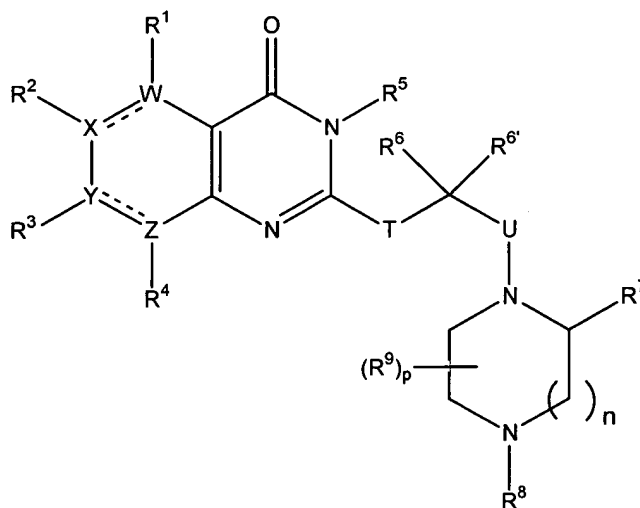
$R^8$  is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl; and

n is 1 or 2,

or a pharmaceutically acceptable salt or solvate thereof.

2-20. (Cancelled)

21. (Original) A compound of the group represented by Formula II:



Formula II

where:

$R^1$ ,  $R^2$ ,  $R^3$  and  $R^4$  are independently hydrogen, hydroxy, optionally substituted alkyl, optionally substituted alkoxy, halogen or cyanol, provided that  $R^1$ ,  $R^2$ ,  $R^3$  or  $R^4$  is absent where W, X, Y or Z, respectively, is -N=, O, S or absent;

$R^5$  is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl;

$R^6$  and  $R^{6'}$  are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl or optionally substituted heteroaralkyl, or  $R^6$  and  $R^{6'}$  taken

together form a 3- to 7-membered non-aromatic carbocyclic or heterocyclic ring;

R<sup>7</sup> is optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R<sup>8</sup> is hydrogen, optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

R<sup>9</sup> is independently optionally substituted alkyl, optionally substituted aryl or optionally substituted aralkyl;

T and U are independently a covalent bond or optionally substituted lower alkylene;

W, X, Y and Z are independently N, C, CH, O, S or absent, provided that:

no more than one of W, X, Y or Z is absent,

no more than two of W, X, Y and Z are -N=, and

W, X, Y or Z can be O or S only when one of W, X, Y or Z is absent;

n is 1 or 2; and

p is 0 to 9,

or a pharmaceutically acceptable salt or solvate thereof.

22. (Original) The compound of Claim 21 comprising one or more of the following:

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, chloro, fluoro, methyl, methoxy, cyano or substituted lower alkyl;

R<sup>5</sup> is aralkyl or substituted aralkyl;

R<sup>6</sup> is C<sub>3</sub> to C<sub>5</sub> lower alkyl;

R<sup>6'</sup> is hydrogen;

R<sup>7</sup> is phenyl, lower alkyl-phenyl, lower alkoxy-phenyl, halo-phenyl, benzyl, phenylvinyl, phenoxy lower alkyl, substituted benzyl, substituted phenylvinyl, or substituted phenoxy lower alkyl

R<sup>8</sup> is hydrogen or lower alkyl;

one or both of T and U is a covalent bond;

W, X, Y and Z are independently –C= or –N=;  
n is one; and  
p is zero.

23. (Original) The compound of Claim 22 comprising one or more of the following:

R<sup>1</sup>, R<sup>2</sup>, R<sup>3</sup> and R<sup>4</sup> are independently hydrogen, chloro, fluoro, methyl, methoxy or cyano;

R<sup>5</sup> is benzyl or substituted benzyl;

R<sup>6</sup> is *i*-propyl, *c*-propyl or *t*-butyl;

R<sup>7</sup> is optionally substituted aryl or aralkyl; and

R<sup>8</sup> is hydrogen or methyl.

24. (Original) The compound of Claim 23 where both T and U are covalent bonds.

25. (Original) The compound of Claim 23 where W, X, Y and Z are –C=.

26. (Original) The compound of Claim 24 where n is one and p is zero.

27. (Original) The compound of Claim 21 where R<sup>7</sup> is *p*-tolyl.

28. (Original) The compound of Claim 22 where R<sup>7</sup> is *p*-tolyl.

29. (Original) The compound of Claim 23 where R<sup>7</sup> is *p*-tolyl.

30. (Original) The compound of Claim 24 where R<sup>7</sup> is *p*-tolyl.

31. (Original) The compound of Claim 25 where R<sup>7</sup> is *p*-tolyl.

32. (Original) The compound of Claim 26 where  $R^7$  is *p*-tolyl.
33. (Original) A pharmaceutical formulation comprising a pharmaceutically acceptable excipient and an effective amount of a compound of any of Claims 21-32.
34. (Original) A method of treatment comprising administering an effective amount of a compound of any of Claims 21-32 to a patient suffering from a cellular proliferative disease.
35. (Original) The method of Claim 34 wherein the cellular proliferative disease is cancer, hyperplasia, restenosis, cardiac hypertrophy, an immune disorder or inflammation.
36. (Original) A method of treatment for a cellular proliferative disease comprising administering to a patient suffering therefrom a compound of Claim 21 in an amount sufficient to modulate KSP kinesin activity in cells affected with the disease.
37. (Original) A kit comprising a compound of any of Claims 21-32 and a package insert or other labeling including directions for treating a cellular proliferative disease by administering an effective amount of said compound.